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IN THE UNITED STATES DISTRICT COURT
DISTRICT OF UTAH, CENTRAL DIVISION

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| INCENTIVE CAPITAL, LLC, a Utah Limited Liability Company, | : | MOTION TO DISMISS PLAINTIFF'S AMENDED COMPLAINT FOR LACK OF JURISDICTION |
| Plaintiff, | : | |
| vs. | : | |
| CAMELOT ENTERTAINMENT GROUP, INC., a Delaware Corporation; CAMELOT FILM GROUP, INC., a Nevada Corporation; CAMELOT DISTRIBUTION GROUP, INC., a Nevada Corporation; ROBERT P. ATWELL, an individual; JAMIE R. THOMPSON, an individual; STEVEN ISTOCK, an individual; TED BAER, an individual; PETER JAROWEY, an individual, | : | Civil No. 2:11-CV-00288 |
| Defendants. | : | Honorable Clark Waddoups |

Defendant Ted Baer appears specially, by and through Dennis R. James and Brian H. Hess of Morgan, Minnock, Rice & James, L.C. and hereby motions the Court pursuant to Federal Rule 12(b)(2) to dismiss Plaintiff Incentive Capital LLC's Amended Complaint for lack of personal jurisdiction. Under the Due Process Clause, Defendant Ted Baer lacks the required minimum

contacts with the forum state for the exercise of personal jurisdiction to be proper. Supporting authorities and the grounds for granting Defendant Ted Baer's Motion to Dismiss are more fully set forth in the accompanying Memorandum filed herewith.

DATED this 16th day of May, 2011.

MORGAN, MINNOCK, RICE & JAMES, L.C.

/s/ Dennis R. James

Dennis R. James

Brian H. Hess

Counsel for Defendant Ted Baer

CERTIFICATE OF SERVICE

I hereby certify that on this 16th day of May, 2011, I electronically filed a true and correct copy of the foregoing **MOTION TO DISMISS PLAINTIFF'S AMENDED COMPLAINT FOR LACK OF JURISDICTION** with the Clerk of Court using the CM/ECF system which sent notification of such filing to the following:

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